

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)Case number (if known): _____ Chapter 11 Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Pipeline Foods, LLC</u>		
2. All other names debtor used in the last 8 years			
Include any assumed names, trade names, and <i>doing business as</i> names			
3. Debtor's federal Employer Identification Number (EIN)	<u>8 1 - 5 1 3 5 0 7 0</u>		
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business	
	<u>6499 University Avenue NE</u>	Number	Street
	<u>Suite 200</u>		
	<u>Fridley</u>	<u>MN</u>	<u>55432</u>
	City	State	ZIP Code
	<u>Anoka</u>		
	County		
5. Debtor's website (URL)	<u>https://www.pipelinefoods.com/</u>		

Debtor	Pipeline Foods, LLC Name	Case number (if known) _____
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6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

7. Describe debtor's business

A. *Check one:*

Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. *Check all that apply:*

Tax-exempt entity (as described in 26 U.S.C. § 501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 2 4 5

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

Chapter 7
 Chapter 9
 Chapter 11. *Check all that apply:*

The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
 Chapter 12

Debtor	Pipeline Foods, LLC		Case number (if known) _____
Name			
9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. District _____ When _____ Case number _____ MM / DD / YYYY	
If more than 2 cases, attach a separate list.		District _____ When _____ Case number _____ MM / DD / YYYY	
10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?		<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Debtor <u>See attached Schedule #1.</u> Relationship _____ District _____ When _____ MM / DD / YYYY Case number, if known _____	
11. Why is the case filed in this district?		<i>Check all that apply:</i> <input checked="" type="checkbox"/> Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.	
		<input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.	
12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.	
		Why does the property need immediate attention? (Check all that apply.) <input type="checkbox"/> It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____	
		<input type="checkbox"/> It needs to be physically secured or protected from the weather.	
		<input type="checkbox"/> It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).	
		<input type="checkbox"/> Other _____	
Where is the property? _____			
Number _____		Street _____	
City _____		State ZIP Code _____	
Is the property insured?			
<input type="checkbox"/> No			
<input type="checkbox"/> Yes. Insurance agency _____			
Contact name _____			
Phone _____			

Statistical and administrative information

Debtor Pipeline Foods, LLC
Name _____

Case number (if known) _____

13. Debtor's estimation of available funds*Check one:*

Funds will be available for distribution to unsecured creditors.
 After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input checked="" type="checkbox"/> 200-999		

15. Estimated assets

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

16. Estimated liabilities

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/08/2021
MM / DD / YYYY

/s/ Winston Mar

Signature of authorized representative of debtor

Winston Mar

Printed name

Title Chief Restructuring Officer

Debtor	Pipeline Foods, LLC Name	Case number (if known)
18. Signature of attorney		<input checked="" type="checkbox"/> /s/ Mark Minuti
		Signature of attorney for debtor
		Date 07/08/2021
		MM / DD / YYYY
Mark Minuti, Esq.		
Printed name		
Saul Ewing Arnstein & Lehr LLP		
Firm name		
1201	North Market Street, Suite 2300	
Number	Street	
Wilmington	DE	19801
City	State	ZIP Code
(302) 421-6800		Email address
Contact phone		
2659	DE	
Bar number	State	

FORM 201. VOLUNTARY PETITION – Schedule I**Bankruptcy Cases Being Filed or Which May Be Filed by an Affiliate**

<u>Debtors</u>	<u>District</u>	<u>Relationship</u>
Pipeline Holdings, LLC	DE	Parent
Pipeline Foods Real Estate Holding Company, LLC	DE	Affiliate
Pipeline Foods, ULC	DE	Subsidiary
Pipeline Foods Southern Cone S.R.L.	DE	Affiliate
Pipeline Foods II, LLC	DE	Subsidiary

**WRITTEN ACTION OF THE
BOARD OF MANAGERS OF PIPELINE HOLDINGS, LLC**

The undersigned, being the members of the Board of Managers (the “**Board**”) of Pipeline Holdings, LLC, a Delaware limited liability company (“**Holdings**”), hereby take the following actions pursuant to Chapter 18 of the Delaware Statutes, the Ninth Amended and Restated Operating Agreement of Holdings, dated August 31, 2020 (the “**Operating Agreement**”), and otherwise pursuant to applicable law, to be effective as of July 6, 2021:

WHEREAS, Pipeline Foods, LLC, a Delaware limited liability company (“**Foods**”), is a wholly-owned subsidiary of Holdings;

WHEREAS, Pipeline Foods II, LLC, a Delaware limited liability company (“**Foods II**”) and Pipeline Foods Real Estate Holding Company, LLC, a Delaware limited liability company (“**Pipeline Real Estate**”) are each wholly-owned subsidiaries of Foods;

WHEREAS, Pipeline Foods, ULC, a Canadian entity (“**Pipeline Canada**”), is a wholly-owned subsidiary of Foods;

WHEREAS, Holdings, Foods, and Foods II directly or indirectly own and/or control a majority of the equity interests in Pipeline Foods Southern Cone S.R.L., an Argentinian entity (“**Pipeline Argentina**,” and collectively with Holdings, Foods, Foods II, Pipeline Real Estate, and Pipeline Canada, the “**Pipeline Entities**” or the “**Company**”) and the Board of Holdings may authorize and approve corporate actions on Pipeline Argentina’s behalf.

AUTHORIZATION TO FILE VOLUNTARY PETITIONS UNDER CHAPTER 11

WHEREAS, the Board has reviewed the Company’s financial records, has considered the Company’s business and financial condition, and is aware of the Company’s assets, liabilities, potential liabilities and liquidity; and has had the opportunity to consult with the Company’s management and advisors and fully considered all of the Company’s strategic alternatives; and

WHEREAS, as a result of the Company’s current financial situation, it appears that it may be necessary for one or more of the Pipeline Entities to file for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware.

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined in its judgment that it may be desirable and in the best interests of the Company, its creditors and other interested parties to commence a case under chapter 11 of the Bankruptcy Code (each a “**Chapter 11 Case**” and collectively, the “**Chapter 11 Cases**”); and

FURTHER RESOLVED, that the Chief Executive Officer, Chief Financial Officer, Chief Restructuring Officer, or any other duly appointed officer of the Pipeline Entities (each individually an “**Authorized Officer**” and collectively the “**Authorized Officers**”), alone or with one or more other Authorized Officers be, and hereby are, authorized and empowered to execute and file on behalf of each of the Pipeline Entities all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence a Chapter 11

Case, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of such case; and

RETENTION OF PROFESSIONALS

FURTHER RESOLVED, that the law firm of Saul Ewing Arnstein & Lehr LLP (“SEA&L”) is hereby engaged as general and special bankruptcy counsel for the Company and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain SEA&L in accordance with applicable law; and

FURTHER RESOLVED, that the law firm of Bryan Cave Leighton Paisner LLP (“BCLP”) is hereby engaged as counsel for the Board and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and, if necessary, to cause to be filed an appropriate motion for authority to pay BCLP in accordance with applicable law; and

FURTHER RESOLVED, that pursuant to the terms of that certain letter agreement, between Foods and SierraConstellation Partners, LLC (“SCP”), dated April 14, 2021 (the “SCP Engagement Agreement”), Winston Mar shall hereinafter be regarded and treated in all respects as Chief Restructuring Officer of the Company; and

FURTHER RESOLVED, the Company’s engagement of SCP as its financial advisor pursuant to the terms of the SCP Engagement Agreement is hereby ratified, confirmed and approved in all respects and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain SCP in accordance with applicable law; and

FURTHER RESOLVED, that the firm of Stretto is hereby engaged as notice, claims, and balloting agent and as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights and remedies and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Stretto in accordance with applicable law; and

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized, empowered, and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to, in the name and on behalf of the Company, with the written approval of the Board with respect to legal professionals, to retain or continue to employ such other professionals as they deem necessary, proper or desirable during the course of the Bankruptcy, subject to any requisite Bankruptcy Court approval; and

CASH COLLATERAL AND ADEQUATE PROTECTION

FURTHER RESOLVED, that the Company will obtain benefits from the continued use of collateral, including cash collateral, as the term is defined in section 363(a) of the Bankruptcy Code (the “**Cash Collateral**”), which is security for certain of the Company’s prepetition lenders (collectively, the “**Lenders**”); and

FURTHER RESOLVED, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Company will provide certain adequate protection to the Lenders (the “**Adequate Protection Obligations**”), as documented in a proposed order in interim and final form (the “**Cash Collateral Order**”), and submitted for approval to the Bankruptcy Court; and

FURTHER RESOLVED, that the form, terms, and provisions of the Cash Collateral Order to which the Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are, authorized, adopted, and approved, and each of the Authorized Officers be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Cash Collateral Order, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Company is or will be a party, including any security and pledge agreement or guaranty agreement (collectively with the Cash Collateral Order, the “**Cash Collateral Documents**”), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Board, with such changes, additions, and modifications thereto as the Authorized Officer or Authorized Officers executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery thereof by such Authorized Officer(s); and

FURTHER RESOLVED, that the Company, as debtors and debtors in possession under the Bankruptcy Code, be, and each of them hereby is, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Cash Collateral Documents (collectively, the “**Cash Collateral Transactions**”), including granting liens on their assets to secure such obligations.

GENERAL AUTHORIZATIONS

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers or their designees shall be, and each of them, acting alone, hereby is, authorized and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay

all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that the Company and the Board have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects ratified and approved; and

FURTHER RESOLVED, that this consent may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall constitute but one and the same consent; and

FURTHER RESOLVED, that these resolutions shall be filed with the records of the Company.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned have executed this Written Action to be effective as of the date first above written.

BOARD MEMBERS



By: Craig Tashjian

By: Bradley Dietz
Independent Manager

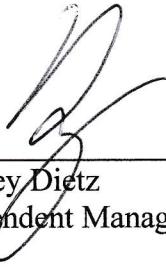
By: Eric Jackson

[Signature Page to Written Action]

IN WITNESS WHEREOF, the undersigned have executed this Written Action to be effective as of the date first above written.

BOARD MEMBERS

By: Craig Tashjian



By: Bradley Dietz
Independent Manager

By: Eric Jackson

[Signature Page to Written Action]

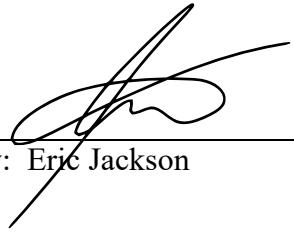
IN WITNESS WHEREOF, the undersigned have executed this Written Action to be effective as of the date first above written.

BOARD MEMBERS

By: Craig Tashjian

By: Bradley Dietz
Independent Manager

By: Eric Jackson



[Signature Page to Written Action]

Fill in this information to identify the case:

Debtor name	Pipeline Foods, LLC, et al	
United States Bankruptcy Court for the:	District of	Delaware (State)
Case number (If known):		

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Number	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Simmons Feed & Supply LLC, dba Simmons Grains Co. 600 Snyder Road Salem, OH 44460	Eric Simmons P: 800-754-1228 eric@simmonsgrain.com	Customer Advance				\$5,210,571.43
2	Agri Exim DMCC Unit N: 2503, 1 Lake Plaza Plot No: JLT-PH2-T2A Jumeirah Lakes Towers, UAE 00000 Dubai	Suraj Sharma P: 971 0- 44322835 suraj.sharma@agrieximfze.com	Trade Debt				\$2,646,082.92
3	Wolf, Jim 49080 270th St Jeffers, MN 56145	Dean Zimmerli P: 507- 354-3111 dzimmerli@gislason.com	Note Payable	Disputed			\$2,222,027.18
4	Crystal Valley Farms LLC DBA Miller Poultry LLC 3945 N State 327 Orland, IN 467776	Cheri Bovee P: 260-829-6550 cherib@millerpoultry.com	Customer Advance				\$1,714,910.73
5	Pederson, Earl 3077 County Hwy 42 Bejou, MN 56516	Earl Pederson P: 218-790-4112 pederbro@gvtel.com	Trade Debt				\$1,527,589.66
6	Brushvale Seed Inc. 1656 280th St Breckenridge, MN 56520	Jon Miller P: 218- 643-2311 seed@brushvaleseed.com	Trade Debt				\$1,050,412.22
7	Ecopure Specialities Limited Unit No 134 First Floor Rectangle 1 Sakay New Delhi, DE 110017 India	Anu Sharma P: 91-124-3055100 anu.sharma@ltgroup.in	Trade Debt				\$882,411.40
8	Organic Farmers Michigan 5095 Argyle Rd Decker, MI 48426	Stacey Steely P: 810- 404-9347 stacey@organicfarmersofmichigan.com	Note Payable				\$872,892.57

Debtor

Pipeline Foods, LLC, et al

Case number (if known) _____

Name _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9 Organic Ventures, Inc. W26001 Volds Ln Arcadia, WI 54612	Rick Halverson P: 608-687-9580 rhalverson@pipelinefoods.com	Trade Debt				\$675,885.29
10 LSM Commodities Ltd. 203 3550 Taylor St Saskatoon, SK S7H 5H9 Canada	Lynn McMillan P: 306-933-0555 lynn@lsmcommodities.com	Trade Debt				\$548,431.66
11 Dahl Trucking 9240 HWY 1 South Langdon, ND 58249	Aaron Dahl P: 701-256-0294 aaron@dahltrk.com	Trade Debt				\$473,952.62
12 Richland Grain LLC & State Bank of New Richland 112 3rd St. NE PO BOX 235 New Richland, MN 56072	Ann Hagen P: 507-465-8118 ahagen@sbnr.biz	Trade Debt				\$414,695.12
13 BNSF Railway Company 3110 Solutions Center Chicago, IL 60677		Trade Debt				\$396,515.49
14 Hemingway, Brant 78346 310th St. Ellendale, MN 56026	Brant Hemingway P: 507-402-2212 brantheemingway@gmail.com	Trade Debt				\$356,220.06
15 Yantai Shuangta Food Co., LTD #668 Jincheng Road Zhaoyuan City Shandong Province, 265400 China	Matthew Ji P: 86-0535-2433587 matthew@orientalprotein.com	Customer Advance				\$355,069.86
16 Spot Freight 141 South Meridian St Suite 200 Indianapolis, IN 46225	Brittani Reaves P: 317-275-8586 breaves@spotinc.com	Trade Debt				\$345,700.00
17 Herbst Farms 63993 260th Ave Kasson, MN 55944	Cynthia Herbst P: 507-951-2274 bherbst@kmtel.com	Trade Debt				\$338,597.92
18 Kevin Motl & Farmers and Merchants State Bank of Blooming Prairie 12722 64th Ave S.E. Blooming Prairie, MN 55917	Kevin Motl P: 507-583-2379 fmbank@citlink.net	Trade Debt				\$250,087.89
19 Gavilon Grain LLC 1331 Capitol Ave Omaha, NE 681025022	Mike Rennau P: 308-385-3730 mike.rennau@gavilon.com	Trade Debt				\$243,392.51
20 Chaplin Grain LLC 322 4th Ave. Chaplin, SK S0H 0V0 Canada	Angie Gerbrandt P: 306-395-2522 Chaplincrain.angie@sasktel.net	Trade Debt				\$238,216.82

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
PIPELINE FOODS, LLC, *et al.*¹) Chapter 11
Debtors.) Case No. 21-_____ (_____
) (Joint Administration Requested)
)
)

**COMBINED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), and 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Pipeline Foods, LLC and certain of its affiliates, who are or may be debtors and debtors in possession in the above-captioned cases (each a “Debtor” and collectively, the “Debtors”), hereby state as follows:

1. Debtor Pipeline Holdings, LLC is owned by non-debtors: AMERRA PF Holdings, LLC (97.5%), Pipeline Opportunity Partners, LLC (1.3%), OV Holdings, LLC (0.7%), SISJAS LLC (0.3%), and Moore Lake Equity Partners, LLC (0.2%).
2. Debtor Pipeline Foods, LLC is 100% owned by Debtor Pipeline Holdings, LLC.
3. Debtor Pipeline Foods Real Estate Holding Company, LLC is 100% owned by Debtor Pipeline Foods, LLC.
4. Debtor Pipeline Foods, ULC is 100% owned by Pipeline Foods, LLC.
5. Debtor Pipeline Foods II, LLC is 100% owned by Pipeline Foods, LLC.
6. Debtor Pipeline Foods Southern Cone S.R.L. is owned by Pipeline Foods, LLC, (99.5%) and Pipeline Foods II, LLC (0.5%).

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Pipeline Foods, LLC (5070); Pipeline Holdings, LLC (5754); Pipeline Foods Real Estate Holding Company, LLC (7057); Pipeline Foods, ULC (3762); Pipeline Foods Southern Cone S.R.L. (5978); and Pipeline Foods II, LLC (9653). The Debtors’ mailing address is 6499 University Avenue NE, Suite 200, Fridley, MN 55432.

Fill in this information to identify the case and this filing:

Debtor Name Pipeline Foods, LLC, et al.
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
Combined Statement of Corporate Ownership and List of Equity Security Holders
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/08/2021
 MM / DD / YYYY

 */s/ Winston Mar*

Signature of individual signing on behalf of debtor

Winston Mar

Printed name

Chief Restructuring Officer

Position or relationship to debtor